

Exhibit E
Second Interim Application

EXHIBIT E
CERTIFICATION WITH RESPECT TO APPLICATION

RADER, FISHMAN & GRAUER PLLC
39533 Woodward Ave.
Suite 140
Bloomfield Hills, MI 48304
(248) 594-0600
Glenn E. Forbis

Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: :
In re : Chapter 11
: :
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
Debtors. : (Jointly Administered)
: :
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CERTIFICATION OF GLENN E. FORBIS WITH RESPECT
TO SECOND INTERIM APPLICATION FOR APPROVAL OF COMPENSATION
AND REIMBURSEMENT OF EXPENSE OF RADER, FISHMAN & GRAUER

I, Glenn E. Forbis, hereby declare:

- 1) I am a partner of the law firm of Rader, Fishman & Grauer PLLC, a key ordinary course counsel for Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned Chapter 11 cases. If called as a witness, I could and would competently testify to the matters set forth in this declaration.
- 2) I make this certification with respect to the Second Interim Application for Approval of Compensation and Reimbursement of Expenses of Rader, Fishman & Grauer PLLC (the “Second Interim Application”) in compliance with Federal Rule of Bankruptcy Procedure § 2016. In that respect, I hereby certify:
 - i. I have read the Second Interim Application;

- ii. The Second Interim Application is the second fee application submitted by Rader, Fishman & Grauer PLLC in the above-captioned case for post-petition compensation;
- iii. On October 8, 2005, Delphi and certain of its subsidiaries filed petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code; On October 14, 2005, three additional subsidiaries of Delphi filed such petitions; Order were subsequently entered authorizing joint administration of the cases;
- iv. On March 9, 2006, the Court entered an order granting the application to employ Rader, Fishman & Grauer PLLC as intellectual property counsel to the Debtors;
- v. Rader, Fishman & Grauer PLLC has assisted the Debtors in connection with their retention of Rader, Fishman & Grauer PLLC and has provided counsel and expertise to the Debtors by providing advice and services to the Debtors concerning multiple intellectual property matters.
- vi. Rader, Fishman & Grauer PLLC Attorney billing rates, were increased on December 1, 2005, as is done in normal course every year on December 1st.
- vii. To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and reimbursement sought in the Second Interim Application is in conformity with Federal Rule of Bankruptcy Procedure 2016, and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, to the extent applicable; and
- viii. The compensation and reimbursement requested in the Second Interim Application are billed at rates, and in accordance with practices, no less favorable than those customarily employed by Rader, Fishman & Grauer PLLC and generally accepted by its clients.

3) No agreement or understanding exists between Rader, Fishman & Grauer PLLC and any other person for the sharing of compensation. Rader, Fishman & Grauer PLLC's fees, costs and expenses have not been paid or promised to be paid, by an third party to Rader, Fishman & Grauer PLLC.

- 4) Summaries of the fee statements maintained in the ordinary course of business by Rader, Fishman & Grauer PLLC that reflect services rendered and expenses incurred and recorded by Rader, Fishman & Grauer PLLC are filed concurrently herewith.
- 5) I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 28th day of July, 2006 in Bloomfield Hills, Michigan.

RADER, FISHMAN & GRAUER PLLC

By: 

Glenn E. Forbis

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